



CORPORATION SERVICE COMPANY

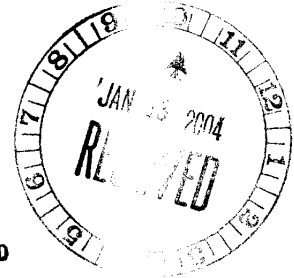
January 12, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 2477 FILED

JAN 14 '04 12:37 PM

SURFACE TRANSPORTATION BOARD



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 1, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **BARTLETT GRAIN COMPANY, L.P.**
4800 Main Street, Suite 600, Kansas City, MO

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BARTLETT GRAIN COMPANY, L.P.** covering 25 hopper cars with reporting marks and numbers — CEFX 151691– GACX 4066, NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Enclosure

MEMORANDUM OF LEASE AMENDMENT

THIS MEMORANDUM OF LEASE dated as of this 1 day of October, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), as successor in interest to GENERAL AMERICAN TRANSPORTATION CORPORATION, and, BARTLETT GRAIN COMPANY, L.P. formerly BARTLETT AND COMPANY, GRAIN, a Missouri corporation, with an address at 4800 Main Street, Suite 600, Kansas City, MO (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Amendment No. 3 to Rider No. 1 (the "Amendment") dated as of October 1, 2003 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Car Service Contract originally dated as of September 12, 1994 (the "Lease").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

As successor in interest to:

GENERAL AMERICAN TRANSPORTATION CORPORATION

By: Joseph J. Markowski
Name: Joseph Markowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BARTLETT GRAIN COMPANY, L.P., formerly
BARTLETT AND COMPANY, GRAIN

By: William J. Fellows
Name: William J. Fellows
Title: Vice President

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars		Equipment Description
25		4,750 C.F. covered hopper car with gravity gates and trough hatches
1	CEFX	151691
2	CEFX	151699
3	CEFX	151711
4	CEFX	151713
5	CEFX	151716
6	CEFX	151722
7	CEFX	151731
8	CEFX	151733
9	CEFX	151734
10	CEFX	151738
11	CEFX	151739
12	CEFX	151740
13	CEFX	151741
14	CEFX	151743
15	CEFX	151744
16	CEFX	151745
17	CEFX	151746
18	CEFX	151747
19	CEFX	151748
20	CEFX	151750
21	CEFX	151751
22	CEFX	151752
23	CEFX	151753
24	CEFX	151754
25	GACX	4066